

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IN RE MICHAELS STORES, INC. ZIP
CODE LITIGATION

THIS DOCUMENT RELATES TO: ALL
ACTIONS

Civil Action No. 1:11-10920-WGY
(Consolidated with Civil Action No.
13-1-608-WGY)

**MOTION FOR PRELIMINARY CLASS CERTIFICATION,
PRELIMINARY APPROVAL OF PROPOSED SETTLEMENT, APPROVAL OF
FORM AND MANNER OF NOTICE, AND TO SET A FINAL FAIRNESS HEARING**

Plaintiffs, Melissa Tyler (“Plaintiff Tyler”) and Susan D’Esposito (“Plaintiff D’Esposito”) (collectively “Plaintiffs”), on behalf of the proposed Class and through their attorneys, Meiselman, Packman, Nealon, Scialabba & Baker P.C. and Denlea & Carton LLP, hereby move for an order (1) preliminarily certifying the Settlement Class; (2) granting preliminary approval of the proposed Settlement; (3) approving the Settling Parties’ proposed form and method of giving notice to the Class of the pendency of this litigation and of the Settlement; (4) directing that notice be given to the putative Class members as approved by the Court; (5) finding that such notice constitutes the best notice practicable under the circumstances; (6) naming Plaintiffs and their counsel, Meiselman, Packman, Nealon, Scialabba & Baker P.C. and Denlea & Carton LLP, as Representative Plaintiffs and Class Counsel; (7) scheduling various dates for requirements and/or obligations of the Settling Parties and Class members as more fully described in the proposed Order filed concurrently herewith; and (8) scheduling a fairness hearing during which the Court will consider (a) the Settling Parties’ request for final approval of the Settlement and entry of the proposed Final Order and Judgment, (b) Class Counsel’s application for an award of attorneys’ fees and reimbursement of expenses,; (c) Plaintiffs’ application for incentive awards; and (d) dismissal of the Action pending before this Court.

Defendant consents to this motion.

The grounds for this motion are set forth in the accompanying memorandum of law.

Dated: White Plains, New York
January 17, 2014

Respectfully submitted,

**MEISELMAN, PACKMAN, NEALON,
SCIALLABA & BAKER P.C.**
D. Greg Blankinship (BBO 655430)
Todd S. Garber (admitted *pro hac vice*)
1311 Mamaroneck Avenue
White Plains, New York 10605
Tel: (914) 517-5000
gblankinship@mpnsb.com

DENLEA & CARTON LLP
By: /s/ Jeffrey I. Carton
Jeffrey I. Carton (admitted *pro hac vice*)
Robert J. Berg (admitted *pro hac vice*)
One North Broadway, Suite 509
White Plains, New York 10601
Tel: (914) 920-7400
jcarton@denleacarton.com
rberg@denleacarton.com

LOCAL RULE 7.1(a)(2) CERTIFICATE

I hereby certify that counsel for Plaintiffs has conferred with Defendant's counsel in a good faith attempt to resolve or narrow the issues concerning this motion before its filing.

/s/ Jeffrey I. Carton

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and paper copies will be sent via U.S. first class mail to those indicated as non-registered participants.

/s/ Jeffrey I. Carton